

JS 44 (Rev. 12/07)

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON THE REVERSE OF THE FORM.)

I. (a) PLAINTIFFS

Glenda Johnson
Steven Lucier

(b) County of Residence of First Listed Plaintiff out of state
(EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorney's (Firm Name, Address, and Telephone Number)

The Lanier Law Firm, 126 East 56th Street, 6th Floor
New York, NY 10011; (212) 421-2800

DEFENDANTS

GlaxoSmithKline LLC

County of Residence of First Listed Defendant out of state
(IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE LAND INVOLVED.

Attorneys (If Known)

Reed Smith LLP, 2500 One Liberty Place, 1650 Market Street, Philadelphia, PA 19103 (215) 851-8100

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- ☐ 1 U.S. Government Plaintiff
- ☐ 2 U.S. Government Defendant
- ☐ 3 Federal Question (U.S. Government Not a Party)
- ☒ 4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

- | | PTF | DEF | | PTF | DEF |
|---|---------------------------------------|----------------------------|---|----------------------------|---------------------------------------|
| Citizen of This State | <input type="checkbox"/> 1 | <input type="checkbox"/> 1 | Incorporated or Principal Place of Business in This State | <input type="checkbox"/> 4 | <input type="checkbox"/> 4 |
| Citizen of Another State | <input checked="" type="checkbox"/> 2 | <input type="checkbox"/> 2 | Incorporated and Principal Place of Business in Another State | <input type="checkbox"/> 5 | <input checked="" type="checkbox"/> 5 |
| Citizen or Subject of a Foreign Country | <input type="checkbox"/> 3 | <input type="checkbox"/> 3 | Foreign Nation | <input type="checkbox"/> 6 | <input type="checkbox"/> 6 |

IV. NATURE OF SUIT (Place an "X" in One Box Only)

CONTRACT	TORTS	FORFEITURE/PENALTY	BANKRUPTCY	OTHER STATUTES
<input type="checkbox"/> 110 Insurance <input type="checkbox"/> 120 Marine <input type="checkbox"/> 130 Miller Act <input type="checkbox"/> 140 Negotiable Instrument <input type="checkbox"/> 150 Recovery of Overpayment & Enforcement of Judgment <input type="checkbox"/> 151 Medicare Act <input type="checkbox"/> 152 Recovery of Defaulted Student Loans (Excl. Veterans) <input type="checkbox"/> 153 Recovery of Overpayment of Veteran's Benefits <input type="checkbox"/> 160 Stockholders' Suits <input type="checkbox"/> 190 Other Contract <input type="checkbox"/> 195 Contract Product Liability <input type="checkbox"/> 196 Franchise	PERSONAL INJURY <input type="checkbox"/> 310 Airplane <input type="checkbox"/> 315 Airplane Product Liability <input type="checkbox"/> 320 Assault, Libel & Slander <input type="checkbox"/> 330 Federal Employers' Liability <input type="checkbox"/> 340 Marine <input type="checkbox"/> 345 Marine Product Liability <input type="checkbox"/> 350 Motor Vehicle <input type="checkbox"/> 355 Motor Vehicle Product Liability <input type="checkbox"/> 360 Other Personal Injury	PERSONAL INJURY <input type="checkbox"/> 362 Personal Injury - Med. Malpractice <input checked="" type="checkbox"/> 365 Personal Injury - Product Liability <input type="checkbox"/> 368 Asbestos Personal Injury Product Liability PERSONAL PROPERTY <input type="checkbox"/> 370 Other Fraud <input type="checkbox"/> 371 Truth in Lending <input type="checkbox"/> 380 Other Personal Property Damage <input type="checkbox"/> 385 Property Damage Product Liability	<input type="checkbox"/> 610 Agriculture <input type="checkbox"/> 620 Other Food & Drug <input type="checkbox"/> 625 Drug Related Seizure of Property 21 USC 881 <input type="checkbox"/> 630 Liquor Laws <input type="checkbox"/> 640 R.R. & Truck <input type="checkbox"/> 650 Airline Regs. <input type="checkbox"/> 660 Occupational Safety/Health <input type="checkbox"/> 690 Other	<input type="checkbox"/> 422 Appeal 28 USC 158 <input type="checkbox"/> 423 Withdrawal 28 USC 157 PROPERTY RIGHTS <input type="checkbox"/> 820 Copyrights <input type="checkbox"/> 830 Patent <input type="checkbox"/> 840 Trademark
REAL PROPERTY <input type="checkbox"/> 210 Land Condemnation <input type="checkbox"/> 220 Foreclosure <input type="checkbox"/> 230 Rent Lease & Ejectment <input type="checkbox"/> 240 Torts to Land <input type="checkbox"/> 245 Tort Product Liability <input type="checkbox"/> 290 All Other Real Property	CIVIL RIGHTS <input type="checkbox"/> 441 Voting <input type="checkbox"/> 442 Employment <input type="checkbox"/> 443 Housing/Accommodations <input type="checkbox"/> 444 Welfare <input type="checkbox"/> 445 Amer. w/Disabilities - Employment <input type="checkbox"/> 446 Amer. w/Disabilities - Other <input type="checkbox"/> 440 Other Civil Rights	PRISONER PETITIONS <input type="checkbox"/> 510 Motions to Vacate Sentence Habeas Corpus: <input type="checkbox"/> 530 General <input type="checkbox"/> 535 Death Penalty <input type="checkbox"/> 540 Mandamus & Other <input type="checkbox"/> 550 Civil Rights <input type="checkbox"/> 555 Prison Condition	LABOR <input type="checkbox"/> 710 Fair Labor Standards Act <input type="checkbox"/> 720 Labor/Mgmt. Relations <input type="checkbox"/> 730 Labor/Mgmt. Reporting & Disclosure Act <input type="checkbox"/> 740 Railway Labor Act <input type="checkbox"/> 790 Other Labor Litigation <input type="checkbox"/> 791 Empl. Ret. Inc. Security Act IMMIGRATION <input type="checkbox"/> 462 Naturalization Application <input type="checkbox"/> 463 Habeas Corpus - Alien Detainee <input type="checkbox"/> 465 Other Immigration Actions	<input type="checkbox"/> 400 State Reapportionment <input type="checkbox"/> 410 Antitrust <input type="checkbox"/> 430 Banks and Banking <input type="checkbox"/> 450 Commerce <input type="checkbox"/> 460 Deportation <input type="checkbox"/> 470 Racketeer Influenced and Corrupt Organizations <input type="checkbox"/> 480 Consumer Credit <input type="checkbox"/> 490 Cable/Sat TV <input type="checkbox"/> 810 Selective Service <input type="checkbox"/> 850 Securities/Commodities/Exchange <input type="checkbox"/> 875 Customer Challenge 12 USC 3410 <input type="checkbox"/> 890 Other Statutory Actions <input type="checkbox"/> 891 Agricultural Acts <input type="checkbox"/> 892 Economic Stabilization Act <input type="checkbox"/> 893 Environmental Matters <input type="checkbox"/> 894 Energy Allocation Act <input type="checkbox"/> 895 Freedom of Information Act <input type="checkbox"/> 900 Appeal of Fee Determination Under Equal Access to Justice <input type="checkbox"/> 950 Constitutionality of State Statutes
FEDERAL TAX SUITS <input type="checkbox"/> 861 HIA (1395ff) <input type="checkbox"/> 862 Black Lung (923) <input type="checkbox"/> 863 DIWC/DIWW (405(g)) <input type="checkbox"/> 864 SSID Title XVI <input type="checkbox"/> 865 RSI (405(g)) <input type="checkbox"/> 870 Taxes (U.S. Plaintiff or Defendant) <input type="checkbox"/> 871 IRS—Third Party 26 USC 7609				

V. ORIGIN

(Place an "X" in One Box Only)

- ☐ 1 Original Proceeding
- ☒ 2 Removed from State Court
- ☐ 3 Remanded from Appellate Court
- ☐ 4 Reinstated or Reopened
- ☐ 5 Transferred from another district (specify)
- ☐ 6 Multidistrict Litigation
- ☐ 7 Appeal to District Judge from Magistrate Judgment

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity):
28 U.S.C. §§ 1332, 1441, and 1446

Brief description of cause:
Product liability

VII. REQUESTED IN COMPLAINT:

☐ CHECK IF THIS IS A CLASS ACTION UNDER F.R.C.P. 23

DEMAND \$

CHECK YES only if demanded in complaint:

JURY DEMAND: ☒ Yes ☐ No

VIII. RELATED CASE(S) IF ANY

(See instructions):

JUDGE

DOCKET NUMBER

DATE

09/14/2011

SIGNATURE OF ATTORNEY OF RECORD

[Signature]

FOR OFFICE USE ONLY

RECEIPT # _____ AMOUNT _____ APPLYING IFP _____ JUDGE _____ MAG. JUDGE _____

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

CASE MANAGEMENT TRACK DESIGNATION FORM

GLENDA JOHNSON and STEVEN LUCIER:	CIVIL ACTION
v.	:
GLAXOSMITHKLINE LLC	NO.
:	

In accordance with the Civil Justice Expense and Delay Reduction Plan of this court, counsel for plaintiff shall complete a Case Management Track Designation Form in all civil cases at the time of filing the complaint and serve a copy on all defendants. (See § 1:03 of the plan set forth on the reverse side of this form.) In the event that a defendant does not agree with the plaintiff regarding said designation, that defendant shall, with its first appearance, submit to the clerk of court and serve on the plaintiff and all other parties, a Case Management Track Designation Form specifying the track to which that defendant believes the case should be assigned.

SELECT ONE OF THE FOLLOWING CASE MANAGEMENT TRACKS:

- (a) Habeas Corpus – Cases brought under 28 U.S.C. § 2241 through § 2255. ()
- (b) Social Security – Cases requesting review of a decision of the Secretary of Health and Human Services denying plaintiff Social Security Benefits. ()
- (c) Arbitration – Cases required to be designated for arbitration under Local Civil Rule 53.2. ()
- (d) Asbestos – Cases involving claims for personal injury or property damage from exposure to asbestos. ()
- (e) Special Management – Cases that do not fall into tracks (a) through (d) that are commonly referred to as complex and that need special or intense management by the court. (See reverse side of this form for a detailed explanation of special management cases.) (x)
- (f) Standard Management – Cases that do not fall into any one of the other tracks. ()

<u>9/14/11</u>	<u>Michael T. Scott</u>	<u>GlaxoSmithKline LLC</u>
Date	Attorney-at-law	Attorney for Defendant
<u>(215) 851-8248</u>	<u>(215) 851-1420</u>	<u>mscott@reedsmith.com</u>
Telephone	FAX Number	E-Mail Address

**Civil Justice Expense and Delay Reduction Plan
Section 1:03 - Assignment to a Management Track**

- (a) The clerk of court will assign cases to tracks (a) through (d) based on the initial pleading.
- (b) In all cases not appropriate for assignment by the clerk of court to tracks (a) through (d), the plaintiff shall submit to the clerk of court and serve with the complaint on all defendants a case management track designation form specifying that the plaintiff believes the case requires Standard Management or Special Management. In the event that a defendant does not agree with the plaintiff regarding said designation, that defendant shall, with its first appearance, submit to the clerk of court and serve on the plaintiff and all other parties, a case management track designation form specifying the track to which that defendant believes the case should be assigned.
- (c) The court may, on its own initiative or upon the request of any party, change the track assignment of any case at any time.
- (d) Nothing in this Plan is intended to abrogate or limit a judicial officer's authority in any case pending before that judicial officer, to direct pretrial and trial proceedings that are more stringent than those of the Plan and that are designed to accomplish cost and delay reduction.
- (e) Nothing in this Plan is intended to supersede Local Civil Rules 40.1 and 72.1, or the procedure for random assignment of Habeas Corpus and Social Security cases referred to magistrate judges of the court.

**SPECIAL MANAGEMENT CASE ASSIGNMENTS
(See §1.02 (e) Management Track Definitions of the
Civil Justice Expense and Delay Reduction Plan)**

Special Management cases will usually include that class of cases commonly referred to as "complex litigation" as that term has been used in the Manuals for Complex Litigation. The first manual was prepared in 1969 and the Manual for Complex Litigation Second, MCL 2d was prepared in 1985. This term is intended to include cases that present unusual problems and require extraordinary treatment. See §0.1 of the first manual. Cases may require special or intense management by the court due to one or more of the following factors: (1) large number of parties; (2) large number of claims or defenses; (3) complex factual issues; (4) large volume of evidence; (5) problems locating or preserving evidence; (6) extensive discovery; (7) exceptionally long time needed to prepare for disposition; (8) decision needed within an exceptionally short time; and (9) need to decide preliminary issues before final disposition. It may include two or more related cases. Complex litigation typically includes such cases as antitrust cases; cases involving a large number of parties or an unincorporated association of large membership; cases involving requests for injunctive relief affecting the operation of large business entities; patent cases; copyright and trademark cases; common disaster cases such as those arising from aircraft crashes or marine disasters; actions brought by individual stockholders; stockholder's derivative and stockholder's representative actions; class actions or potential class actions; and other civil (and criminal) cases involving unusual multiplicity or complexity of factual issues. See §0.22 of the first Manual for Complex Litigation and Manual for Complex Litigation Second, Chapter 33.

UNITED STATES DISTRICT COURT

FOR THE EASTERN DISTRICT OF PENNSYLVANIA — DESIGNATION FORM to be used by counsel to indicate the category of the case for the purpose of assignment to appropriate calendar.

Address of Plaintiff: Glenda Johnson-Louisiana; Steven Lucier-Pennsylvania

Address of Defendant: GlaxoSmithKline Holdings (Americas), Inc., 1105 Market Street, Wilmington, DE 19801

Place of Accident, Incident or Transaction: Alleged injury to Glenda Johnson in Ripley, MS;

(Use Reverse Side For Additional Space)

Alleged injury to Steven Lucier in Philadelphia, PA

Does this civil action involve a nongovernmental corporate party with any parent corporation and any publicly held corporation owning 10% or more of its stock?

(Attach two copies of the Disclosure Statement Form in accordance with Fed.R.Civ.P. 7.1(a))

Yes ☒ No ☐

Does this case involve multidistrict litigation possibilities?

Yes ☐ No ☒

RELATED CASE, IF ANY:

Case Number: _____ Judge _____ Date Terminated: _____

Civil cases are deemed related when yes is answered to any of the following questions:

1. Is this case related to property included in an earlier numbered suit pending or within one year previously terminated action in this court?
Yes ☐ No ☒
2. Does this case involve the same issue of fact or grow out of the same transaction as a prior suit pending or within one year previously terminated action in this court?
Yes ☐ No ☒
3. Does this case involve the validity or infringement of a patent already in suit or any earlier numbered case pending or within one year previously terminated action in this court?
Yes ☐ No ☒
4. Is this case a second or successive habeas corpus, social security appeal, or pro se civil rights case filed by the same individual?
Yes ☐ No ☒

CIVIL: (Place ☒ in ONE CATEGORY ONLY)

A. Federal Question Cases:

1. ☐ Indemnity Contract, Marine Contract, and All Other Contracts
2. ☐ FELA
3. ☐ Jones Act-Personal Injury
4. ☐ Antitrust
5. ☐ Patent
6. ☐ Labor-Management Relations
7. ☐ Civil Rights
8. ☐ Habeas Corpus
9. ☐ Securities Act(s) Cases
10. ☐ Social Security Review Cases
11. ☐ All other Federal Question Cases
(Please specify)

B. Diversity Jurisdiction Cases:

1. ☐ Insurance Contract and Other Contracts
2. ☐ Airplane Personal Injury
3. ☐ Assault, Defamation
4. ☐ Marine Personal Injury
5. ☐ Motor Vehicle Personal Injury
6. ☐ Other Personal Injury (Please specify)
7. ☒ Products Liability
8. ☐ Products Liability — Asbestos
9. ☐ All other Diversity Cases
(Please specify)

ARBITRATION CERTIFICATION

(Check Appropriate Category)

I, Michael T. Scott, counsel of record do hereby certify:

- ☐ Pursuant to Local Civil Rule 53.2, Section 3(c)(2), that to the best of my knowledge and belief, the damages recoverable in this civil action case exceed the sum of \$150,000.00 exclusive of interest and costs;
- ☐ Relief other than monetary damages is sought.

DATE: 09/14/2011

Michael T. Scott
Attorney-at-Law

23882

Attorney I.D.#

NOTE: A trial de novo will be a trial by jury only if there has been compliance with F.R.C.P. 38.

I certify that, to my knowledge, the within case is not related to any case now pending or within one year previously terminated action in this court except as noted above.

DATE: 09/14/2011

Michael T. Scott
Attorney-at-Law

23882

Attorney I.D.#

Date: September 14, 2011

/s/ Kenneth A. Murphy

Kenneth A. Murphy
Drinker Biddle & Reath LLP
One Logan Square
Suite 2000
Philadelphia, PA 19103
Telephone: 205-988-2837
Facsimile: 215 988-2757
Attorney for Sanofi-Aventis U.S. LLC

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

GLEENDA JOHNSON and STEVEN LUCIER,
Plaintiffs,

v.

SMITHKLINE BEECHAM CORPORATION
d/b/a GLAXOSMITHKLINE;
GLAXOSMITHKLINE, LLC;
GLAXOSMITHKLINE HOLDINGS, LLC;
SANOFI-AVENTIS, U.S., L.L.C.;
AVANTOR PERFORMANCE MATERIALS;
GRÜNENTHAL GMBH ; and GRÜNENTHAL
U.S.A.

Defendants.

Case No. _____

**CORPORATE DISCLOSURE STATEMENT OF DEFENDANTS GLAXOSMITHKLINE
LLC AND GLAXOSMITHKLINE HOLDINGS (AMERICAS) INC.**

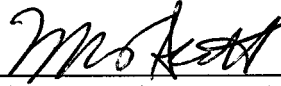
Pursuant to Rule 7.1 of the Federal Rules of Civil Procedure, Defendants GlaxoSmithKline LLC, formerly known as SmithKline Beecham Corporation, d/b/a GlaxoSmithKline¹, and GlaxoSmithKline Holdings (Americas) Inc. (collectively, “GSK”), make the following disclosures:

GlaxoSmithKline LLC and GlaxoSmithKline Holdings (Americas) Inc. are each owned, through several layers of wholly-owned subsidiaries, by GlaxoSmithKline plc, a publicly-traded public limited company organized under the laws of England. To the knowledge of GlaxoSmithKline LLC, GlaxoSmithKline Holdings (Americas) Inc., and GlaxoSmithKline plc, none of the shareholders of GlaxoSmithKline plc beneficially owns ten percent or more of its outstanding shares. However, Bank of New York Mellon (“BNYM”) acts as Depository in respect to Ordinary Share American Depositary Receipts (“ADRs”) representing shares in GlaxoSmithKline plc. In that capacity, BNYM is the holder, but not the beneficial owner, of more than ten percent of the outstanding shares in

¹ Subsequent to the combination of Glaxo Wellcome plc and SmithKline Beecham p.l.c. (now known as SmithKline Beecham Limited) on December 27, 2000, SmithKline Beecham Corporation, a Pennsylvania corporation incorporated on June 29, 1929, made a fictitious name filing in the Commonwealth of Pennsylvania on January 16, 2001 to be known as GlaxoSmithKline. SmithKlineBeecham Corporation converted from a Pennsylvania corporation to a Delaware corporation and then subsequently converted to a limited liability company in Delaware changing its name to GlaxoSmithKline LLC with effect from October 27, 2009.

GlaxoSmithKline plc on behalf of the ADR owners who are the beneficial owners of these shares, none of whom to GlaxoSmithKline plc's knowledge own ten percent or more of its outstanding shares.

Respectfully submitted,



Michael T. Scott (PA Bar No. 23882)
Melissa A. Wojtylak (Pa Bar No. 78354)
REED SMITH LLP
2500 One Liberty Place
1650 Market Street
Philadelphia, Pennsylvania 19103
(215) 851-8100

*Attorneys for Defendants GlaxoSmithKline LLC, formerly
known as SmithKline Beecham Corporation, d/b/a
GlaxoSmithKline, and GlaxoSmithKline Holdings
(Americas) Inc.*

Dated: September 14, 2011

CERTIFICATE OF SERVICE

The undersigned hereby certifies that Defendants GlaxoSmithKline LLC's and GlaxoSmithKline Holdings (Americas) Inc.'s Corporate Disclosures have been forwarded to the Clerk's Office this 14th day of September, 2011. A copy of the foregoing has also been sent via electronic mail and U.S. Mail on the following:

Richard D. Meadow, Esquire
The Lanier Law Firm
126 East 56th Street, 6th Floor
New York, New York 10011

W. Mark Lanier, Esquire
The Lanier Law Firm
6810 FM 1960 Road W.
Houston, Texas 77069

Kay Gunderson Reeves, Esquire
Gordon & Reeves, LLP
10000 North Central Expressway, Suite 400
Dallas, Texas 75231

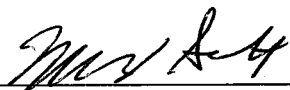
Attorneys for Plaintiff

Albert G. Bixler, Esquire
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Two Liberty Place
50 S. 16th St., 22nd Floor
Philadelphia, PA 19102
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New York, NY 10022
Attorney for Defendant Sanofi-Aventis, U.S., LLC

Sara Gourley
Sidley Austin, LLP
One South Dearborn
Chicago, Illinois 60603
Attorney for Defendant Grünenthal USA

Adam Tolin
Cira Centre
2929 Arch Street
Philadelphia, PA 19104
Attorney for Defendant Avantor Performance Materials



Michael T. Scott

Civil Trial Division, by filing a Complaint on August 26, 2011, August Term 2011, Case ID 110803830 (the “Philadelphia County Action”), naming as defendants SmithKline Beecham Corporation d/b/a/ GlaxoSmithKline (“SKB”); GlaxoSmithKline, LLC (“GSK LLC”); GlaxoSmithKline Holdings, LLC (“GSK Holdings”); Sanofi-Aventis, U.S., LLC (“Sanofi”); Avantor Performance Materials, Inc. (“Avantor”); Grünenthal GmbH; and Grünenthal U.S.A. (collectively, “Defendants”). Pursuant to 28 U.S.C. § 1446(a), a true and legible copy of the Complaint is attached as **Exhibit A**.

2. All Defendants who have been served join in this removal.
3. The Complaint was filed on August 26, 2011, less than 30 days prior to the date of this Notice of Removal, so this Notice of Removal is timely filed pursuant to 28 U.S.C. § 1446(b).
4. No further pleadings have been filed, and no proceedings have yet occurred in the Philadelphia County Action.
5. Defendants base removal on diversity jurisdiction pursuant to 28 U.S.C. §§ 1332, 1441, and 1446.

II. STATUTORY BASIS FOR JURISDICTION

6. Removal of this action is proper under 28 U.S.C. § 1441. The Court has original jurisdiction over this action pursuant to 28 U.S.C. § 1332(a) as it is a civil action between citizens of different states in which the amount in controversy exceeds the sum of \$75,000.00, exclusive of interest and costs.

A. **There is Complete Diversity Between the Parties.**

7. Plaintiff Glenda Johnson is citizen of the State of Louisiana. *See* Ex. A ¶ 1.
8. Plaintiff Steven Lucier is a citizen of the Commonwealth of Pennsylvania. *See* Ex. A ¶ 2.
9. Under 28 U.S.C. § 1332(c)(1), “a corporation shall be deemed to be a citizen of any State by which it has been incorporated and of the State where it has its principal place of

business” For purposes of diversity jurisdiction, the citizenship of an LLC is that of its members. *Zambelli Fireworks Mfg. Co., Inc. v. Wood*, 592 F.3d 412, 418-19 (3d Cir. 2010).

10. Named Defendant SKB was a Pennsylvania corporation that on October 27, 2009 converted into GlaxoSmithKline LLC, a limited liability company organized under Delaware law. *See* Declaration of Julian Heslop, a true and legible copy of which is attached hereto as **Exhibit B**, at ¶¶ 4-11. Accordingly, the citizenship of GlaxoSmithKline LLC is addressed below.

11. Defendant GSK LLC is a limited liability company organized under Delaware law. The sole member of GlaxoSmithKline LLC is GlaxoSmithKline Holdings (Americas) Inc. Heslop Decl., ¶ 11. GlaxoSmithKline Holdings (Americas) Inc. is a Delaware corporation with its principal place of business in Wilmington, Delaware. Heslop Decl., ¶ 12; *see also White v. SmithKline Beecham Corp.*, No. 2:10-cv-2241, 2010 U.S. Dist. LEXIS 79520, *8-9 (E.D. Pa. Aug. 6, 2010)(holding that GSK Holdings’ principal place of business is in Delaware, and denying Plaintiffs’ motion to remand the action to the Philadelphia Court of Common Pleas); *Hoch v. Eli Lilly & Co.*, 736 F. Supp.2d 219, 221 (D. D.C. 2010) (holding that GSK LLC is a citizen of Delaware).² Defendant GSK LLC is, therefore, a citizen of the State of Delaware.

12. Defendant GSK Holdings is improperly identified in Plaintiffs’ Complaint and is in fact GlaxoSmithKline Holdings (Americas) Inc., a Delaware corporation with its principal

² The Eastern District of Pennsylvania has reached differing conclusions on the citizenship of GSK LLC. After Judge Mary McLaughlin concluded that GSK LLC was a Delaware citizen in *White*, Judge Timothy Savage allowed the parties to conduct additional jurisdictional discovery and subsequently remanded several consolidated cases in the Paxil® litigation, based on his conclusion that GSK LLC is a citizen of Pennsylvania. *See Brewer v. SmithKline Beecham Corp.*, No. 2:10-cv-04443-GP, 2011 U.S. Dist. LEXIS 31149 (E.D. Pa. Mar. 24, 2011). However, the *Brewer* ruling fashioned a new test for determining the citizenship of limited liability companies, which is inconsistent with controlling Third Circuit and Supreme Court authority. GSK was precluded from seeking review of the *Brewer* decision under 28 U.S.C. § 1447(d), but respectfully submits that *Brewer* was incorrectly decided.

place of business in Wilmington, Delaware. Defendant GSK Holdings is, therefore, a citizen of the State of Delaware.

13. Defendant Sanofi is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business in New Jersey. Defendant Sanofi is, therefore, a citizen of the States of Delaware and of New Jersey.

14. Defendant Avantor is a corporation organized and existing under the laws of the State of New Jersey, with its principal place of business in New Jersey. Defendant Avantor is, therefore, a citizen of the State of New Jersey.

15. Defendant Grünenthal GmbH is a German corporation registered in Aachen, Germany. Defendant Grünenthal GmbH is, therefore, a citizen of Germany.

16. Defendant Grünenthal U.S.A. is a corporation organized and existing under the laws of the State of Delaware, with its principal place of business in New Jersey. Defendant Grünenthal U.S.A. is, therefore, a citizen of the States of Delaware and New Jersey.

17. Because Plaintiffs and Defendants are citizens of different countries and states, there is complete diversity.

B. The Amount in Controversy Requirement is Met.

18. Plaintiff Glenda Johnson was born on November 23, 1962, and alleges that she suffers “severe and permanent” injuries and was born with “multiple birth defects” related to her mother’s ingestion of thalidomide during pregnancy. *See* Ex. A ¶¶ 1, 245. Plaintiff Steven Lucier was born on August 29, 1961, and also alleges that he suffers from “severe and permanent” injuries and “multiple birth defects” related to his mother’s ingestion of thalidomide. *See id.* ¶¶ 2, 245A.

19. Plaintiffs request damages including past, present, and future economic damages; compensatory damages, including damages for physical injuries, pain and suffering, mental anguish, emotional distress, embarrassment, shame, anguish, anxiety, and loss of enjoyment of life; general damages for alleged wrongful conduct; reasonable costs, including attorneys’ fees;

prejudgment interest and postjudgment interest; punitive damages; and past, present, and future special damages, including medication, medical expenses, rehabilitation expenses, assisted living, and nursing care. *Id.*, ¶¶ 344-45.

20. Given the nature and extent of Plaintiffs' alleged injuries and damages, Plaintiffs' Complaint places at issue more than \$75,000, exclusive of interest and costs. *See Angus v. Shiley, Inc.*, 989 F.2d 142, 146 (3d Cir. 1993) ("the amount in controversy is not measured by the low end of an open-ended claim, but rather by a reasonable reading of the value of the rights being litigated").

21. Plaintiffs' claim for damages therefore exceeds the requisite amount in controversy for purposes of diversity jurisdiction under 28 U.S.C. § 1332(a).

C. Plaintiffs' Allegations of Certain Defendants' Pennsylvania Citizenship Do Not Defeat Removal

22. Plaintiffs allege that SKB is a Pennsylvania corporation with its principal place of business in Pennsylvania; that GSK LLC has its principal place of business in Pennsylvania; that GSK Holdings has its principal place of business in Pennsylvania; and that Avantor has its principal place of business in Pennsylvania. *See* Ex. A ¶¶ 3, 4, 5, 7.

23. As set forth above, SKB converted to GSK LLC on October 27, 2009. *See* ¶ 10 *supra*; *see also* Heslop Decl., ¶ 7-10. The citizenship of GSK LLC is determined by the citizenship of its members, and its sole member is GSK Holdings. *See* ¶ 9 *supra*; *see also* *Zambelli*, 592 F.3d at 418-19. GSK Holdings is a Delaware corporation with its principal place of business in Wilmington, Delaware. Heslop Decl., ¶ 13. Therefore both GSK LLC and GSK Holdings are citizens of Delaware, not Pennsylvania.

24. Alternatively, the GSK Defendants have been fraudulently joined for the sole purpose of attempting to defeat Defendants' right to have this case removed to, and heard by, a federal court. The Complaint does not allege that either plaintiff was harmed by any drug sold,

distributed, marketed or manufactured by any GSK Defendant, and the Complaint fails to state any conceivably viable claim against the GSK Defendants.

24. Avantor is not a citizen of Pennsylvania because Avantor is incorporated in New Jersey and has its principal place of business in New Jersey. *See* Affidavit of Michael Rettig, a true and legible copy of which is attached hereto as **Exhibit C**. While Avantor is preparing to move its headquarters to Pennsylvania, it has not yet done so as of the filing of the Complaint or this Notice of Removal. Rettig Aff., ¶ 7.

25. Alternatively, Avantor has been fraudulently joined for the sole purpose of attempting to defeat Defendants' right to have this case removed to, and heard by, a federal court. The Complaint does not allege that either plaintiff was harmed by any drug sold, distributed, marketed or manufactured by Avantor, and the Complaint fails to state any conceivably viable claim against Avantor.

26. Because no defendant is a citizen of the Commonwealth of Pennsylvania, removal is proper. *See* 28 U.S.C. § 1441(b) (Any diversity action shall be removable “only if none of the parties in interest properly joined and served as defendants is a citizen of the State in which such action is brought.”).

III. NOTICE IS BEING SENT TO PLAINTIFFS AND FILED IN STATE COURT


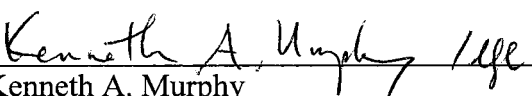
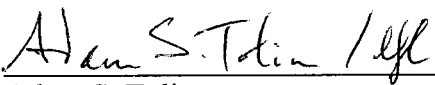
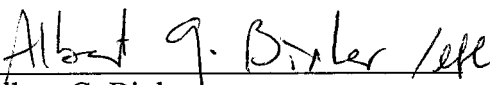
27. Pursuant to 28 U.S.C. § 1446(d), Defendants shall give Plaintiffs written notice of the filing of this Notice of Removal.

28. Pursuant to 28 U.S.C. § 1446(d), Defendants shall file the written notice of the filing of this Notice of Removal with the Prothonotary of the Court of Common Pleas of Philadelphia County, Pennsylvania, attaching as Exhibit A thereto a copy of this Notice of Removal and the documents attached to this Notice of Removal.

WHEREFORE, the Defendants hereby give notice that the above-entitled state court action, formerly pending in the First Judicial District of Pennsylvania, Court of Common Pleas

of Philadelphia County, Civil Trial Division, has been removed to the United States District Court for the Eastern District of Pennsylvania.

Respectfully submitted,

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Attorneys for Defendant Grünenthal USA Inc.

Dated: September 14, 2011

CERTIFICATE OF SERVICE

The undersigned hereby certifies that Defendants GlaxoSmithKline LLC's and GlaxoSmithKline Holdings (Americas) Inc.'s Notice of Removal has been forwarded to the Clerk's Office this 14th day of September, 2011. A copy of the foregoing has also been sent via electronic mail and U.S. Mail on the following:

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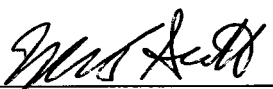
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